

DEC 16 '09

9-35 AM

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL  
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

December 16, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Lease, dated as of December 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination of the Memorandum of Equipment Lease Agreement (CIT Rail Trust No. 2001-1D) and related documents previously filed with the Board under Recordation Number 23680.

The name and address of the party to the enclosed document are:

Owner Trustee/  
Lessor:

Wells Fargo Bank Northwest, N.A., not in its  
individual capacity but solely as Owner Trustee  
299 South Main Street, 12th Floor  
Salt Lake City, UT 84111

[Lessee:

The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606]

Section Chief  
December 16, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

All equipment as identified in the documents filed under Recordation Number 23680 as the same may have been amended, restated or supplemented.

A short summary of the document to appear in the index is:

Notice of Full Termination of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

DEC 16 '09

9-35 AM

**NOTICE OF FULL TERMINATION OF LEASE**

SURFACE TRANSPORTATION BOARD

The undersigned, WELLS FARGO BANK NORTHWEST, N.A., not in its individual capacity but solely as Owner Trustee, and as Lessor (the "Lessor"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the Equipment Lease Agreement (CIT Rail Trust No. 2001-1D) dated as of September 28, 2001, as amended, modified or supplemented (the "Lease"), with THE CIT GROUP/EQUIPMENT FINANCING, INC., as Lessee (the "Lessee").

A Memorandum of Equipment Lease Agreement (CIT Rail Trust No. 2001-1D) was duly filed and recorded with the Surface Transportation Board (the "Board") on September 27, 2001 under Recordation Number 23680. In addition thereto, the documents listed in Exhibit A which relate to the Lease were duly filed with the Board. Similar documentation was filed with the Registrar General of Canada pursuant to section 105 of the Canada Transportation Act as noted in Exhibit B. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Lease and all supplements thereto identified in the primary and secondary filings made under Recordation Number 23680.

This Notice of Full Termination of Lease is executed without prejudice to the rights or obligations of the parties which expressly survive under the Lease or the termination agreement between the parties.

Dated: December 15, 2009

[Signature pages follow]

WELLS FARGO BANK NORTHWEST, N.A.,  
not in its individual capacity but solely as Owner Trustee,  
Lessor

By: Michael Arsenault  
Printed Name: Michael Arsenault  
Title: Assistant Vice President

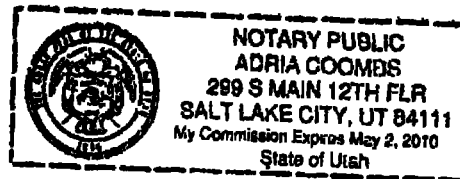
State of Utah )  
County of Salt Lake ) ss.

On this 15<sup>th</sup> day of December, 2009, before me personally appeared Michael Arsenault, to me personally known, who, being duly sworn did say that (s)he is a Asst. Vice President of WELLS FARGO BANK NORTHWEST, N.A., and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Adria Coombs  
NOTARY PUBLIC

My commission expires:



## EXHIBIT A

### **CIT Rail Trust No. 2001-1D**

1. Memorandum of Equipment Lease Agreement (CIT Rail Trust No. 2001-1D), dated as of September 28, 2001, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on September 27, 2001 at 3:06 p.m. under Recordation Number 23680.

2. Memorandum of Lease Supplement No. 1D, (CIT Rail Trust No. 2001-1D), dated as of September 28, 2001, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on September 27, 2001 at 3:16 p.m. under Recordation Number 23680-A.

3. Memorandum of Trust Indenture and Security Agreement (CIT Rail Trust No. 2001-1D), dated September 28, 2001, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Allfirst Bank, Indenture Trustee, filed with the Board on September 27, 2001 at 3:19 p.m. under Recordation Number 23680-B.

4. Memorandum of Trust Indenture Supplement No. 1D, (CIT Rail Trust No. 2001-1D), dated September 28, 2001, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Allfirst Bank, Indenture Trustee, filed with the Board on September 27, 2001 at 3:23 p.m. under Recordation Number 23680-C.

5. Lease Supplement No. 2D, (CIT Rail Trust No. 2001-1D), dated as of April 30, 2004, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on April 30, 2004 at 3:12 p.m. under Recordation Number 23680-D.

6. Trust Indenture Supplement No. 2D, (CIT Rail Trust No. 2001-1D), dated April 30, 2004, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank), Indenture Trustee, filed with the Board on April 30, 2004 at 3:20 p.m. under Recordation Number 23680-E.

7. Trust Indenture Release 1D, (CIT Rail Trust No. 2001-1D), dated April 30, 2004, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Manufacturers and Traders Trust Company (successor by merger to Allfirst Bank), Indenture Trustee, filed with the Board on April 30, 2004 at 3:29 p.m. under Recordation Number 23680-F.

8. Lease Supplement No. 3D, (CIT Rail Trust No. 2001-1D), dated as of August 25, 2004, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on August 25, 2004 at 12:39 p.m. under Recordation Number 23680-G.

9. Trust Indenture Supplement No. 3D, (CIT Rail Trust No. 2001-1D), dated August 25, 2004, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Manufacturers and Traders Trust Company, Indenture Trustee, filed with the Board on August 25, 2004 at 12:51 p.m. under Recordation Number 23680-H.

10. Lease Supplement No. 4D, (CIT Rail Trust No. 2001-1D), dated as of March 30, 2005, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on May 18, 2005 at 12:00 p.m. under Recordation Number 23680-I.

11. Trust Indenture Supplement No. 4D, (CIT Rail Trust No. 2001-1D), dated March 30, 2005, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Manufacturers and Traders Trust Company, Indenture Trustee, filed with the Board on May 18, 2005 at 12:09 p.m. under Recordation Number 23680-J.

12. Lease Supplement No. 5D, (CIT Rail Trust No. 2001-1D), dated as of June 5, 2009, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on June 16, 2009 at 2:00 p.m. under Recordation Number 23680-K.

13. Trust Indenture Supplement No. 5D, (CIT Rail Trust No. 2001-1D), dated June 5, 2009, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Manufacturers and Traders Trust Company, Indenture Trustee, filed with the Board on June 16, 2009 at 2:00 p.m. under Recordation Number 23680-L.

14. Lease Supplement No. 6D, (CIT Rail Trust No. 2001-1D), dated as of July 13, 2009, between Wells Fargo Bank Northwest, N.A., as Owner Trustee, Lessor, and The CIT Group/Equipment Financing, Inc., Lessee, filed with the Board on July 13, 2009 at 3:15 p.m. under Recordation Number 23680-M.

15. Trust Indenture Supplement No. 6D, (CIT Rail Trust No. 2001-1D), dated July 13, 2009, between Wells Fargo Bank Northwest, N.A., Owner Trustee, and Manufacturers and Traders Trust Company, Indenture Trustee, filed with the Board on July 13, 2009 at 3:15 p.m. under Recordation Number 23680-N.

## **EXHIBIT B**

### **CIT Rail Trust 2001-1D Lease Termination**

Equipment Lease Agreement (CIT Rail Trust 2001-1D) dated as of September 28, 2001 between CIT Rail Trust 2001-1D acting through Wells Fargo Bank Northwest National Association, not in its individual capacity but solely as Owner Trustee CIT Rail Trust 2001-1D, and The CIT Group/Equipment Financing, Inc. filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on September 28, 2001.\*

Lease Supplement 1D (CIT Rail Trust 2001-1D) dated September 28, 2001 filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on September 28, 2001.\*

Lease Supplement 2D (CIT Rail Trust 2001-1D) dated April 30, 2004 filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on April 30, 2004.

Lease Supplement 3D (CIT Rail Trust 2001-1D) dated August 25, 2004 filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on August 25, 2004.

Lease Supplement 4D (CIT Rail Trust 2001-1D) dated March 30, 2005 filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on May 18, 2005.

Lease Supplement 5D (CIT Rail Trust 2001-1D) dated June 5, 2009 filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on June 16, 2009.

Lease Supplement 6D (CIT Rail Trust 2001-1D) dated July 13, 2009 filed with the Registrar General of Canada pursuant to Section 105 of the *Canada Transportation Act* on July 13, 2009.

---

\* denotes a memorandum filing

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

12/16/09



\_\_\_\_\_  
Robert W. Alvord